

Original Transfer of Claim (Docket #26110)

United States Bankruptcy Court

District of Delaware

In re W.R. Grace & Co., et al., Case Nos. 01-01139
Jointly Administered

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Marblegate Special Opportunities
Master Fund LP

National Union Fire Insurance Company
of Pittsburgh, Pa and American Home
Assurance Company

Name of Transferee

Name of Transferor

Court Claim #: 18508

Amount of Claim: \$2,553,216.60

Name and Address where notices to Transferee
should be sent:

Marblegate Special Opportunities Master Fund LP
150 East 52nd, 10th fl
New York, NY 10022
Attention: Mark Zoldan
Telephone: (212) 616-7150
Email: mark@marblegate.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND LP

By: 

Date: 8.16.10

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

Exhibit B

TO: United States Bankruptcy Court
District of Delaware

AND TO: W. R. Grace & Co. ("Debtor")
Case No. 01-01139

Claim #18508

NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

Marblegate Special Opportunities Master Fund LP ("Buyer")
150 East 52nd, 10th fl
New York, NY 10022
Tel: 212-616-7150
Tel: 212-207-8905
Attn: Mark E. Zoldan

its successors and assigns, all rights, title and interest in and to the claim of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$2,414,720 ("Claim") with respect to Proof of Claim #18508 against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated July 30, 2010.

National Union Fire Insurance Company of Pittsburgh, Pa
and American Home Assurance Company

By: [Signature]
Name: James J. Rowley
Title: VP & Asst. Controller

By: [Signature]
Name: Marvin Begue
Title: Assistant Secretary

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AND TO: W. R. Grace & Co. ("**Debtor**")
Case No. 01-01139

Claim #18508

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150 East 52nd, 10th fl
New York, NY 10022
Tel: 212-616-7150
Tel: 212-207-8905
Attn: Mark E. Zoldan

its successors and assigns, all rights, title and interest in and to the claim of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$121,942 ("**Claim**") with respect to the Proof of Claim #18508 against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

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**National Union Fire Insurance Company of Pittsburgh, Pa
and American Home Assurance Company**

By: [Signature]
Name: James J. Rowland
Title: V.P. & Asst. Controller

By: [Signature]
Name: Marlin B. [unclear]
Title: Assistant Secretary

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. 843.52 and 8371